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March 29, 2010

VIA ELECTRONIC TRANSMISSION

Honorable Stephen Raslavich
United States Bankruptcy Court
for the Eastern District of Pennsylvania
Robert N.C. Nix, Sr. Federal Courthouse
900 Market Street, Suite 204
Philadelphia, PA 19107

Re: **In re: Philadelphia Newspapers, LLC, et al.**
Case No. 09-11204

Dear Judge Raslavich:

We represent the Debtors in the above-referenced matter. In preparation for the status conference scheduled for March 30, 2010 in these bankruptcy cases, attached hereto at Tab A is a proposed Order (A) Approving Amended Procedures For The Sale Of Certain Of The Debtors' Assets, (B) Scheduling An Auction, (C) Approving Assumption and Assignment Procedures, (D) Approving Form Of Notice, and (E) Granting Related Relief (the "Amended Bid Procedures Order"), with appendices, setting a new bid deadline for the Debtors' upcoming auction as well as the date on which that auction will be scheduled. The attachments take into account events that have occurred since the original Bid Procedures Order was entered at docket number 1280 on October 15, 2009. Also attached is a blackline comparison of the Amended Bid Procedures Order and appendices with those that were approved on October 15, 2009 at docket number 1280. The Tab A attachments were circulated to the Agent, Steering Group and Official Committee of Unsecured Creditors on March 26, 2010.

At Tab B, we've attached a proposed notice to interested parties resetting the dates associated with the auction as well as the subsequent confirmation hearing on the Debtors' proposed plan. Also attached at Tab B is a blackline comparison of the proposed notice to the notice postponing dates that was sent to all interested parties on November 24, 2009, service of which is reflected at docket number 1466. The Tab B attachments were also circulated to the Agent, Steering Group and Official Committee of Unsecured Creditors on March 26, 2010.

The Debtors intend to discuss the attached documents during the status conference tomorrow and believe that the proposed dates will provide the Debtors with the best ability to

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Dilworth Paxson LLP

To: Honorable Stephen Raslavich

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maximize the value of their assets and enable them to conclude these chapter 11 cases as efficiently as possible.

Respectfully,

A handwritten signature in black ink that reads "Lawrence G. McMichael /sm". The signature is written in a cursive, flowing style.

Lawrence G. McMichael

cc: All Counsel